

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

of

USHER-WALKER GROUP LIMITED

(the "Company")

WE, being all the members of the Company who at the date of these resolutions are entitled to attend and vote at a general meeting of the Company, RESOLVE, in accordance with section 49 of the Companies Act 1985, to pass the following as written resolutions:

1. THAT the name of the Company be changed to Usher-Walker Group Unlimited;
2. THAT the Company be re-registered as an unlimited company; and
3. THAT the attached Memorandum and Articles of Association be adopted in substitution for the Company's existing Memorandum and Articles of Association.

SIGNATURE: 
for and on behalf of Sun Chemical Investments Limited

DATE: 1 OCTOBER 2002

SIGNATURE: 
for and on behalf of Sparkybrook Limited

DATE: 1 OCTOBER 2002

Date sent to auditors: 30 September 2002

